

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

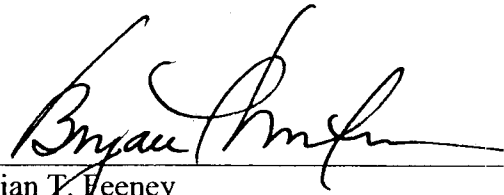
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FRANK J. NAPOLITANO, JR.,	:	
	:	
Plaintiff,	:	
	:	Civil Action No. 07-0755
v.	:	
	:	
TOWN SPORTS INTERNATIONAL	:	
HOLDINGS, INC. and TOWN SPORTS	:	
INTERNATIONAL, INC.,	:	
	:	
Defendants.	:	
-----X	:	

DEFENDANTS' MOTION TO DISMISS OR TO CHANGE VENUE

Pursuant to Federal Rules of Civil Procedure 12(b)(2), 12(b)(3) and 12(b)(6), defendants hereby move for an order dismissing plaintiff's complaint. In the alternative, defendants move to change venue pursuant to Federal Rule of Civil Procedure 12(b)(3) and 28 U.S.C. §§ 1404 and 1406. In support of its motion, defendants rely upon the attached Memorandum of Law and the Affidavit of Richard Pyle.

(Signatures Continued to the Next Page)

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Brian T. Feeney", is written over a horizontal line.

Brian T. Feeney
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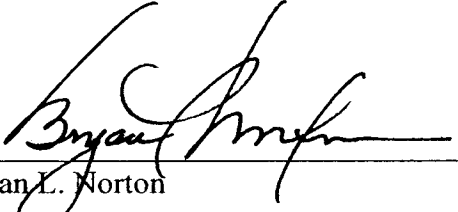
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Attorneys for Defendants

CERTIFICATE OF SERVICE

I, Bryan Norton, hereby certify that on this 11th day of April 2007, a true and correct copy of Defendant Town Sports International Holdings, Inc. and Defendant Town Sports International, LLC, Motion to Dismiss or to Change Venue, supporting Memorandum of Law and Declaration of Richard Pyle were served by first class United States mail upon the following:

Richard G. Tuttle, Esq.
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Bryan L. Norton